

# Exhibit 3

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

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NORTHSTAR AVIATION, LLC, et al.,       :  
Plaintiffs/Counterclaim Defendants, : Civil Action  
vs.   : No. 1:18cv191-  
ALDEN BURT ALBERTO,                       : TSE-JFA  
Defendant/Counterclaim Plaintiff. :  
-----X

VIDEOTAPED DEPOSITION OF SHEIKH AHMED BIN SAIF

AL NAHYAN

McLean, Virginia

Thursday, November 8, 2018

9:31 a.m.

Job No.: 44473

Reported by: Elizabeth Mingione, RPR

1 education, the doctorate?

2 **A. Yes.**

3 Q. I want to talk about your work experience  
4 after that. So after you finished your doctorate,  
5 what was your first work experience after that? What  
6 company did you work for?

7 **A. I was in the Air Force.**

8 Q. Okay. And how long were you in the Air  
9 Force?

10 **A. A long time, maybe 15, 20 years.**

11 Q. And as a part of your duty in the Air Force  
12 you flew planes, correct?

13 **A. Yes.**

14 Q. Okay. And then once you got out of the  
15 military, what's your first company that you worked  
16 for.

17 **A. Undersecretary of the Civil Aviation.**

18 Q. That's -- that's a position you ultimately  
19 became the head of the civil aviation, correct?

20 **A. Civil aviation. Yes.**

21 Q. Okay. And that was a -- is that like a  
22 government position that you held within Abu Dhabi?

1           **A.     Yes.**

2           Q.     And is that a full-time position such that  
3     you weren't working at another airline during that  
4     time?

5           **A.     Full-time.**

6           Q.     Okay.   When did you start with Gulf Air as  
7     CEO?

8           **A.     I think 1996.**

9           Q.     Do you remember how long you stayed in that  
10    position?

11          **A.     Four years.**

12          Q.     Four years until 2000?

13          **A.     Okay.   Because the Gulf Air was owned by  
14    four different countries, and every -- every time they  
15    pick one of these countries to be a CEO, and because I  
16    was in the civil aviation, they -- they picked me,  
17    hired me.**

18          Q.     So you said it was owned by four -- not  
19    four different emirates but four different countries?

20          **A.     Yes.   Oman, Qatar, Abu Dhabi, and Bahrain.**

21          Q.     Did you have any personal ownership  
22    interest in Gulf Air?

1 Bin Saif, the NorthStar companies have not run out of  
2 money so that they had to close their business,  
3 correct?

4 A. It doesn't mean that we are not operating.  
5 It doesn't mean that we are operating, that we are in  
6 good health, or we are in good condition.

7 Q. Okay.

8 A. We have obligations. We have project that  
9 was -- we were supposed to get in Iraq, and the money  
10 is gone.

11 Q. You are about to get -- NorthStar is about  
12 to get a follow-on contract with the UAE Air Force  
13 soon, worth somewhat in excess of \$60 million; is that  
14 correct?

15 A. Yes.

16 Q. Okay.

17 A. But -- but this has nothing to do with the  
18 company and how healthy it is.

19 Q. Okay. We'll get into that later on. I  
20 just wanted to understand that the company is still  
21 operating, correct?

22 A. Yes.

1           Q.       Okay. And do you remember during that  
2 meeting with Mr. Alberto that you and Mr. Alberto  
3 talked about business terms to go into business  
4 together?

5           A.       Like what?

6           Q.       I'm just asking you just generally.

7           A.       He was briefing me about the business they  
8 have. That's it.

9           Q.       Okay. And what did he say about the  
10 business that he had?

11          A.       He said that he has business in Saudi  
12 Arabia, Kuwait, and different markets. And of course  
13 it wasn't true, not true, is not -- I didn't say it's  
14 not true, but it was just talk.

15          Q.       Did he also mention that he wanted to start  
16 a business in order to pursue the follow-on work from  
17 R2 after its liquidation?

18          A.       How is that? Can you repeat?

19          Q.       In your meeting with Mr. Alberto in London  
20 -- you have a house in London; is that correct?

21          A.       Yes, I have.

22          Q.       In your meeting with Mr. Alberto in London,

1 did Mr. Alberto ask you to go into business with him  
2 to do the attack helicopter work for the UAE Air  
3 Force?

4 **A. I knew about this project.**

5 Q. Okay. And you knew about the project  
6 because Mr. Alberto told you about the project,  
7 correct?

8 **A. No. Not only him, there is also they saw**  
9 **that they can work with us or with me personally**  
10 **because we can take this project and perform it. And**  
11 **thanks to God, we were able to get this project and**  
12 **work on it.**

13 Q. Okay. Thanks to God, but also thanks to  
14 Reno Alberto for getting the contract, correct?

15 **A. No. No.**

16 Q. What did you specifically do in order to  
17 get this contract?

18 **A. This contract from -- this contract, I got**  
19 **it. Four years he was the CEO and he didn't bring any**  
20 **project.**

21 Q. CEO of what company?

22 **A. When he was in my -- working for us in**

1 salaries; he would go to someone who would -- raising  
2 his own salary. And then he would get the approval  
3 from someone who is reporting to him, to raise his own  
4 salary.

5 He didn't go to the board. He just did  
6 those things that he was not supposed to do as a CEO.

7 Q. Sheikh Bin Saif, you knew in 2013 that Mr.  
8 Alberto was paying himself a salary, didn't you?

9 A. Of course he would have a salary, but the  
10 raises that he used to add without any approvals.

11 Q. Did you ever ask him any questions in 2013  
12 about his pay or his bonus?

13 A. I -- before that, we didn't know. Okay.  
14 So he -- he would -- in the board meeting he would say  
15 we have distributed the -- an amount which is 100  
16 percent; 90 percent of this amount would go to him as  
17 bonus for him, without getting any approval. And the  
18 board would think that the 100 percent is going to  
19 everybody else and not to him.

20 Q. So, do I understand --

21 A. Excuse me.

22 Q. Oh, you are still talking.



1 meeting on October 17, 2017, and stayed for the whole  
2 board meeting, didn't he?

3 **A. I think so.**

4 Q. Okay. And in fact, Sheikh Bin Saif, you  
5 only stayed for a small portion of that board meeting,  
6 isn't that true? You only stayed for first 10, 15  
7 minutes of the board meeting; isn't that true?

8 **A. Yes.**

9 Q. Okay. Why did you leave the board meeting  
10 so soon?

11 **A. Because the information was available. The**  
12 **financial manager and Reno was there. Deloitte were**  
13 **also present. So I didn't think, you know, that I'm**  
14 **-- I staying would make any difference.**

15 Q. So at no point during the board meeting did  
16 you ever question Mr. Alberto about any amounts of  
17 bonuses; isn't that true?

18 **A. We talked about the agenda that was set for**  
19 **the meeting. So what I knew that they didn't want to**  
20 **-- so they didn't want to give the information to the**  
21 **financial auditor, Deloitte; they didn't want to give**  
22 **the information.**

1 Q. Who is they?

2 A. Definitely Reno because he's the  
3 responsible -- he's the responsible from A to Z as the  
4 CEO.

5 Q. But Mr. Alberto and Mr. Ali stayed in the  
6 board meeting for the whole duration of the board  
7 meeting, and you did not. So how do you know they did  
8 not give information?

9 A. So the information was asked from them. It  
10 was not given to them.

11 Q. Who was it asked by, if you weren't there?

12 A. When the meeting started, I started -- I  
13 don't have one company. I have more than one company.  
14 So Ali was there, and the head of the finance  
15 department, and I have my personal office also. Reno  
16 said I need two days to gather this information. And  
17 after the two days, as I said, he left. He traveled.

18 Q. But he still could have gotten you the  
19 information before you revoked his power of attorney  
20 even if he wasn't physically in Abu Dhabi, couldn't  
21 he?

22 A. We didn't strip him of the power of

1 C E R T I F I C A T E

2 UNITED STATES OF AMERICA )

3 ss:

4 COMMONWEALTH OF VIRGINIA )

5 I, ELIZABETH MINGIONE, Notary Public within  
6 and for the Commonwealth of Virginia do hereby  
7 certify:

8 That the witness whose deposition is  
9 hereinbefore set forth was duly sworn, and that the  
10 within transcript is a true record of the testimony  
11 given by such witness.

12 I further certify that I am not related to  
13 any of the parties to this action by blood or marriage  
14 and that I am in no way interested in the outcome of  
15 this matter.

16 IN WITNESS WHEREOF, I have hereunto set my  
17 hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

18

19

20 Notary Registration No. 104119

21 My Commission Expires:

22 May 31, 2019

## ERRATA SHEET FOR THE TRANSCRIPT OF:

Caption: Northstar Aviation, LLC, et al. v. Alden Burt Alberto

Deponent: Sheikh Ahmed Bin Saif Al Nahyan

Dep. Date: November 8, 2018

I wish to make the following changes for the following reasons:

<u>Pg.:Ln.</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
25:12	Long time	Maybe 15, 20 years and I retired at the rank of General	Translation error
29:6	Normal	Voluntary	Translation error
32:14	Yes	99%	Translation error
45:7	We	Reno	Translation error
55:16	ITAR	Problem with ITAR	Translation error
61:6	Names	Names that are listed in the trade license	Translation error
63:10	Business relation	Business relation between R2 and Rotana Jet	Translation error
65:12	Because they	Because he informed me they	Translation error
70:11	No	No, they can't	Translation error
84:7	That was transferred	I know the money, it	Translation error
95:9	No relation	No relation to the case	Translation error
111:3	I give it	I give it back	Translation error
111:6	I give it	I give it back	Translation error
122:20	Points	Financial points	Translation error
126:16	About Rotana	About Rotana without knowledge	Translation error
126:16	Messages	Letters	Translation error
126:17	Messages	Letters	Translation error
126:18	Messages	Letters	Translation error

<u>Pg.:Ln.</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefor</u>
154:1	The bonus	A bonus	Translation error
163:17	Don't have customers	Don't have multiple customers	Translation error
167:6	I be	He be	Translation error
169:18	The bonus	A bonus	Translation error
180:11	Was available	Was not available	Translation error
181:10	To them	By them	Translation error
181:15	Personal office	Personal finance director	Translation error
189:15	At the same time	On the same day	Translation error

by 

SIGNATURE OF THE WITNESS

This 11 day of Dec, 2018